

Jeffrey N. Pomerantz, Esq.
Andrew W. Caine, Esq.
(admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
10100 Santa Monica Boulevard
Los Angeles, California 90067-4100
Telephone: (310) 277-6910
Telecopy: (310) 201-0760

- and -

Robert J. Feinstein, Esq.
(admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: (212) 561-7700
Telecopy: (212) 561-7777

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

Lynn L. Tavenner, Esq. (VA Bar No. 30083)
Paula S. Beran, Esq. (VA Bar No. 34679)
TAVENNER & BERAN, PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----X
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., et al., : Case No. 08-35653 (KRH)
: :
Debtors. :
: Jointly Administered
-----X

**THIRD ORDER REGARDING LIQUIDATING TRUST'S TWENTY-FIRST
OMNIBUS OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN
PARTIALLY INVALID CLAIMS, RECLASSIFICATION OF CERTAIN
MISCLASSIFIED CLAIMS, DISALLOWANCE OF CERTAIN INVALID
CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED CLAIMS, AND
DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's Twenty-First Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit G attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED as to the Claims identified on Exhibit A as attached hereto.
2. The Claims identified on Exhibit A as attached hereto and incorporated herein are forever expunged and disallowed for all purposes in these bankruptcy cases in the manner stated in Exhibit A.
3. The Liquidating Trust hereby withdraws, without prejudice, the

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

Objection solely with respect to the Claims identified on Exhibit B.

4. The Court will conduct a further status conference on October 19, 2011 at 2:00 p.m. for all Claims identified on Exhibit C attached hereto.

5. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.

6. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2011

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Paula S. Beran
Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
(804) 783-8300
- and -

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Andrew W. Caine, Esq.
10100 Santa Monica Boulevard
Los Angeles, California 90067-4100
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780 Third Avenue, 36th Floor
New York, New York 10017
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Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner
Lynn L. Tavenner

In re Circuit City Stores, Inc, et al.
Case No. 08-35653 (KRH)

EXHIBIT A

BOOKS AND RECORDS CLAIMS TO BE EXPUNGED					
Date Filed	Claim Number		Additional Notice Address	Claim Amount	Debtor
3/20/2009	11814	The Landing at Arbor Place II LLC c/o Scott M Shaw Husch Blackwell Sanders LLP 2030 Hamilton Pl Blvd Ste 150 Chattanooga, TN 37421		\$1,815.46 (Admin Priority)	Circuit City Stores, Inc.
3/20/2009	12203	The Landing at Arbor Place II LLC c/o Scott M Shaw Husch Blackwell Sanders LLP 2030 Hamilton Pl Blvd Ste 150 Chattanooga, TN 37421		\$1,815.46 (Admin Priority)	Circuit City Stores, Inc.

In re Circuit City Stores, Inc, et al.

Case No. 08-35653 (KRH)

EXHIBIT B

OBJECTIONS WITHDRAWN

Name & Address	Claim Number	Exhibit
COFAL Partners LP Stacy L. Lucas Reed Smith LLP 435 Sixth Ave Pittsburg, PA 15219-1886	13755	Exhibit C (Books and Records Claims to be Reduced)

In re Circuit City Stores, Inc, et al.

Case No. 08-35653 (KRH)

EXHIBIT C

OBJECTIONS ADJOURNED TO OCTOBER 19, 2011

Name & Address	Claim Number	Exhibit
502 12 86th Street LLC Attn Steven H Newman Esq Katsky Korins LLP 605 Third Ave 16th Fl <u>New York, NY 10158</u>	14879	Exhibit E (Books and Records Claims to be Expunged)
502 12 86th Street LLC c/o Sheila deLa Cruz & Michael P Falzone Hirschler Fleisher PC The Edgeworth Bldg 2100 E Cary St <u>Richmond, VA 23218-0500</u>	14292	Exhibit E (Books and Records Claims to be Expunged)
AmCap Arborland LLC Robert W Dremluk Esq Seyfarth Shaw LLP 620 Eighth Ave <u>New York, NY 10018</u>	12514	Exhibit C (Books and Records Claims to be Reduced)
Bank of America National Association as Successor by Merger to LaSalle Bank National Association fka LaSalle National Bank as Trustee for the Registered Hodlers of GMAC Commercial Mortgage Securities Inc Mortgage Pass Through Certificates Series 1998 C2 c/o Berkadia Commercial Mortgage LLC Geraldine Kohut 5 Park Plz Ste 400 <u>Irvine, CA 92614</u>	14859	Exhibit C (Books and Records Claims to be Reduced)
Benenson Columbus OH Trust c/o Niclas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl <u>New Haven, CT 06511</u>	13614	Exhibit C (Books and Records Claims to be Reduced)
CC 223 Andover Park East Tukwila LLC Attn David J LaSota c/o Chapman and Cutler LLP 111 West Monroe St <u>Chicago, IL 60603</u>	13974	Exhibit C (Books and Records Claims to be Reduced)

Name & Address	Claim Number	Exhibit
CC Springs LLC a Colorado Limited Liability Company Debra Piazza Montgomery Little Soran & Murray PC 5445 DTC Pkwy Ste 800 <u>Greenwood Village, CO 80111-3053</u>	12333	Exhibit C (Books and Records Claims to be Reduced)
Centro Properties Group ta Conyers Crossroads Conyers GA c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl <u>Philadelphia, PA 19103</u>	12540	Exhibit C (Books and Records Claims to be Reduced)
Centro Properties Group ta Conyers Crossroads Conyers GA c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl <u>Philadelphia, PA 19103</u>	12556	Exhibit C (Books and Records Claims to be Reduced)
Centro Properties Group ta Parkway Plaza Vestal NY c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl <u>Philadelphia, PA 19103</u>	12580	Exhibit E (Books and Records Claims to be Expunged)
Century Plaza Development Corporation Douglas W Messner C O Sierra Pacific Properties Inc 1800 Willow Pass Ct <u>Concord, Ca 94520</u>	11238	Exhibit G (Claims to be Expunged)
Century Plaza Development Corporation Douglas W Messner c/o Sierra Pacific Properties Inc 1800 Willow Pass Ct <u>Concord, CA 94520</u>	11669	Exhibit C (Books and Records Claims to be Reduced)
Circuit Sports LP Edward L Rothberg & Melissa A Haselden Weycer Kaplan Pulaski & Zuber PC 11 E Greenway Plz Ste 1400 <u>Houston, TX 77046</u>	13434	Exhibit C (Books and Records Claims to be Reduced)
City of Pasadena, CA PO Box 7120 Pasadeba, CA 91109	12856	Exhibit E (Books and Records Claims to be Expunged)

Name & Address	Claim Number	Exhibit
Crosspointe Plaza 08 A LLC c/o Tom Stolting and Associates LLC 8301 E Prentice Ave Ste 210 <u>Greenwood Village, CO 80111</u>	13356	Exhibit E (Books and Records Claims to be Expunged)
CW Investors 1997 12 by its Receiver CW Capital Asset Management LLC c/o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl <u>Philadelphia, PA 19103</u>	12529	Exhibit C (Books and Records Claims to be Reduced)
CWC Capital Asset Management LLC as Special Servicer for Bank of America NA Successor by Merger to LaSalle Bank NA as Trustee Attn Lawrence A Katz and Kristen E Burgers 8010 Towers Crescent Dr Ste 300 <u>Vienna, VA 22182-2707</u>	13953	Exhibit E (Books and Records Claims to be Expunged)
Eagleridge Associates c/o Ian S Landsberg 16030 Ventura Marguiles LLP <u>Encino, CA 91436</u>	12768	Exhibit E (Books and Records Claims to be Expunged)
Eagleridge Associates c/o Ian S Landsberg 16030 Ventura Marguiles LLP <u>Encino, CA 91436</u>	12769	Exhibit E (Books and Records Claims to be Expunged)
Enid Two LLC c/o Nancy Isaacson Esq 75 Livingston Ave <u>Roseland, NJ 07068</u>	12815	Exhibit E (Books and Records Claims to be Expunged)
FC Richmond Associates Attn Rachel M Harari Esq Forest City Ratner Companies LLC 1 Metrotech Center N <u>Brooklyn, NY 11201</u>	12816	Exhibit C (Books and Records Claims to be Reduced)
FC Treeco Columbia Park LLC Attn Rachel M Harari Esq Forest City Ratner Companies LLC 1 Metrotech Center N <u>Brooklyn, NY 11201</u>	12802	Exhibit C (Books and Records Claims to be Reduced)

Name & Address	Claim Number	Exhibit
Generation H One and Two Limited Partnership Augustus C Epps Jr Esq Christian & Barton LLP 909 E Main St Ste 1200 <u>Richmond, VA 23219</u>	13635	Exhibit E (Books and Records Claims to be Expunged)
Goodmill LLC c o Jeffrey Kurtzman Esq Klehr Harrison Harvey Branzburg & Ellers LLC 260 S Broad St <u>Philadelphia, PA 19102</u>	14041	Exhibit E (Books and Records Claims to be Expunged)
Hayden Meadows JV c/o Ronald T Adams Black Helterline LLP 805 SW Broadway Ste 1900 <u>Portland, OR 97205-3359</u>	14878	Exhibit F (Late Filed Claims)
Heritage Plaza LLC Linda S Broyhill Reed Smith LLP 3110 Fairview Park Dr Ste 1400 <u>Falls Church, VA 22042</u>	13932	Exhibit C (Books and Records Claims to be Reduced)
Inland Southeast Darien LLC c/o Bert Bittourn Esq Inland Real Estate Group 2901 Butterfield Road, 3rd Floor <u>Oak Brook, IL 60523</u>	10024	Exhibit E (Books and Records Claims to be Expunged)
Inland Southeast Darien LLC c/o Bert Bittourn Esq Inland Real Estate Group 2901 Butterfield Road, 3rd Floor <u>Oak Brook, IL 60523</u>	9722	Exhibit E (Books and Records Claims to be Expunged)
Inland US Management LLC Karen C Bifferato & Kelly M Conlan Connolly Bove Lodge & Hutz LLP The Nemours Bldg 1007 N Orange St PO Box 2207 <u>Wilmington, DE 19807</u>	14931	Exhibit E (Books and Records Claims to be Expunged)

Name & Address	Claim Number	Exhibit
Inland US Management LLC Karen C Bifferato & Kelly M Conlan Connolly Bove Lodge & Hutz LLP The Nemours Bldg 1007 N Orange St PO Box 2207 Wilmington, DE 19807	14079	Exhibit G (Claims to be Expunged)
International Speedway Square Ltd Attn Kenneth B Chigges Ice Miller LLP One American Sq Ste 2900 Indianapolis, IN 46282-0200	14142	Exhibit C (Books and Records Claims to be Reduced)
Key Bank NA as Master Servicer and ORIX Capital Markets LLC as Special Servicer Gregory A Cross Esq Venable LLP 750 E Pratt St Ste 900 Baltimore, MD 21202	12420	Exhibit E (Books and Records Claims to be Expunged)
Kite Coral Springs LLC Attention Mark A Bogdanowicz c/o Ice Miller LLP One American Sq Ste 2900 Indianapolis, IN 46282-0200	12873	Exhibit C (Books and Records Claims to be Reduced)
Kite Coral Springs LLC Attn Kenneth B Chigges Ice Miller LLP One American Sq Ste 2900 Indianapolis, IN 46282-0200	14170	Exhibit C (Books and Records Claims to be Reduced)
Madison Waldorf LLC c/o Liquidity Solutions Inc One University Plz Ste 312 Hackensack, NJ 07601	13099	Exhibit E (Books and Records Claims to be Expunged)
Marple XYZ Associates Jeffrey Kurtzman Esq and Kathleen E Torbit Esq Klehr Harrison Harvey Branzburg & Ellers LLP 260 S Broad St Philadelphia, PA 19102	14047	Exhibit C (Books and Records Claims to be Reduced)

Name & Address	Claim Number	Exhibit
Montclair Plaza LLC c/o Stephen Warsh General Growth Properties Inc 110 N Wacker Dr BSC 1 26 <u>Chicago, IL 60606-1511</u>	4373	Exhibit E (Books and Records Claims to be Expunged)
NP Huntsville Limited Liability Company c/o Augustus C Epps Jr Michael D Mueller and Jennifer M McLemore Christian & Barton LLP 909 E Main St Ste 1200 <u>Richmond, VA 23219</u>	13942	Exhibit C (Books and Records Claims to be Reduced)
ORIX Capital Markets LLC Lawrence A Katz and Kristen E Burgers 8010 Towers Crescent Dr Ste 300 <u>Vienna, VA 22182-2707</u>	14058	Exhibit E (Books and Records Claims to be Expunged)
Palm Springs Mile Associates Ltd Attn James S Carr Esq & Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave <u>New York, NY 10178</u>	13536	Exhibit C (Books and Records Claims to be Reduced)
Plaza Las Americas Inc Attn Richard E Lear c/o Holland & Knight LLP 2099 Pennsylvania Ave NW Ste 100 <u>Washington, DC 20006-6801</u>	13733	Exhibit E (Books and Records Claims to be Expunged)
Saugus Plaza Associates Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave <u>New York, NY 10178</u>	13504	Exhibit E (Books and Records Claims to be Expunged)
Tanglewood Park LLC Luckoff Land Company LLC and Roth Tanglewood LLC as tenants c o Ralph E Dill Esq Tanglewood Park LLC 37 W Broad St Ste 950 Columbus, OH 43215	5163	Exhibit C (Books and Records Claims to be Reduced)

Name & Address	Claim Number	Exhibit
Trane US Inc c/o Wagner Falconer & Judd Ltd Mark O Anderson 1700 IDS Ctr <u>Minneapolis, MN 55402</u>	8373	Exhibit E (Books and Records Claims to be Expunged)
Trust No 45786 by CTLT as Trustee c o Joseph Freed and Associates LLC Attn Douglas McMahon Atty c o Joseph Freed and Associates LLC 33 S State St Ste 400 <u>Chicago, IL 60603</u>	12824	Exhibit C (Books and Records Claims to be Reduced)
Tysons 3 LLC and its Management Agent The Ziegler Companies LLC Mitchell B Wietzman Jackson & Campbell PC 1120 20th St NW South Tower <u>Washington, DC 20036</u>	13865	Exhibit C (Books and Records Claims to be Reduced)
Tysons Corner Holdings LLC Macerich 203270 1467 Attn Dustin P Branch Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl <u>Los Angeles, CA 90067</u>	14128	Exhibit E (Books and Records Claims to be Expunged)
Tysons Corner Holdings LLC Macerich Tysons Corner Road Shop Thomas J Leanse Esq c/o Katten Muchin Rosenman LLP 2029 Century Pk E 26th Fl <u>Los Angeles, CA 90067</u>	9530	Exhibit C (Books and Records Claims to be Reduced)
Tysons Corner Holdings LLC Macerich Tysons Corner Road Shop Thomas J Leanse Esq c/o Katten Muchin Rosenman LLP 2029 Century Pk E 26th Fl <u>Los Angeles, CA 90067</u>	9537	Exhibit C (Books and Records Claims to be Reduced)
United States Debt Recovery V LP Assignee of Forecast Danbury Limited Partnership 940 Southwood Blvd Ste 101 <u>Incline Village, NV 89451</u>	15046	Exhibit C (Books and Records Claims to be Reduced)
Vno Tru Dale Mabry Llc Attn Mei Cheng c/o Vornado Realty Trust 210 Route 4 E <u>Paramus, NJ 07652</u>	8784	Exhibit C (Books and Records Claims to be Reduced)

Name & Address	Claim Number	Exhibit
VNO TRU Dale Mabry LLC c/o Vornado Realty Trust 210 Route 4 East Paramus, NJ 07652	13972	Exhibit C (Books and Records Claims to be Reduced)
Wayne VF LLC Vornado Realty Trust 210 Rte 4 E Paramus, NJ 07652	13920	Exhibit C (Books and Records Claims to be Reduced)
Weingarten Nostat Inc Attn James S Carr and Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	13983	Exhibit E (Books and Records Claims to be Expunged)
Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Trustee Peyton Inge c/o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9444	Exhibit E (Books and Records Claims to be Expunged)
WRI Lakeside Marketplace LLC James S Carr and Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	14410	Exhibit E (Books and Records Claims to be Expunged)
WRI Seminole Marketplace, LLC Attn James S Carr & Robert L LeHane Kelley Drye & Warren LLP 101 Park Ave New York, NY 10178	13986	Exhibit E (Books and Records Claims to be Expunged)